



FINDI LIMITED
ACN 057 335 672

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 28 August 2025

Time of Meeting:
10:00am (AEST)

Location:
Level 10/12 Creek Street, Brisbane QLD 4000

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay.*

FINDI LIMITED

ACN 057 335 672

Registered office: Level 4, 90 Williams Street, Melbourne Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Findi Limited (the “Company”) will be held at Level 10/12 Creek Street, Brisbane QLD 4000 on Thursday, 28 August 2025 at 10:00am (AEST) (“Annual General Meeting” or “Meeting”).

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 31 March 2025.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 31 March 2025 be adopted.”

A voting exclusion applies to this Resolution. Please refer to Note 7 to this Notice.

Resolution 2A: Re-election of Mr Jason Titman as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, subject to and conditional upon all of the Director Resolutions passing, Mr Jason Titman, who retires by rotation pursuant to Article 6.3 of the Constitution, Listing Rule 14.5 and for all other purposes and, being eligible, offers himself for re-election, be re-elected as a Director of the Company on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 2B – Affirmation of Director Appointment - Nicholas Smedley

To consider and, if thought fit, pass the following resolution as an ordinary resolution

“That, subject to and conditional upon all of the Director Resolutions passing, Mr Nicholas Smedley, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Statement, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 2C – Affirmation of Director Appointment - Simon Vertullo

To consider and, if thought fit, pass the following resolution as an ordinary resolution

“That, subject to and conditional upon all of the Director Resolutions passing, Mr Simon Vertullo, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Statement, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3: Ratification and Approval of Prior Issue of Placement Shares

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 9,750,000 fully paid ordinary shares, as described in the Explanatory Statement which accompanied and formed part of this Notice."

A voting exclusion applies to this Resolution. Please refer to Note 7 to this Notice.

Resolution 4: Approval of Issue of Placement Shares to Jason Titman, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 83,333 Placement Shares to Mr Jason Titman, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice"

A voting exclusion applies to this Resolution. Please refer to Notes 7 to this Notice.

Resolution 5: Approval of Issue of Placement Shares to Nicholas Smedley, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 83,333 Placement Shares to Mr Nicholas Smedley, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice"

A voting exclusion applies to this Resolution. Please refer to Notes 7 to this Notice.

Resolution 6: Approval of Issue of Placement Shares to Simon Vertullo, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 83,333 Placement Shares to Mr Simon Vertullo, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice"

A voting exclusion applies to this Resolution. Please refer to Notes 7 to this Notice.

SPECIAL BUSINESS

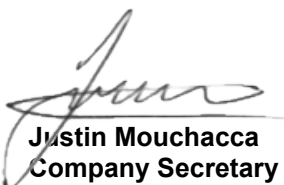
Resolution 7: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed for in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice."

A voting exclusion applies to this Resolution. Please refer to Note 7 to this Notice.

By order of the Board



Justin Mouchacca
Company Secretary

Dated: 28 July 2025

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Tuesday, 26 August 2025 at 10:00am (AEST) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to justin@jmc corp.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. How the Chairman will vote undirected proxies

Subject to the restrictions set out below, the Chairman of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

7. Voting Exclusion Statement:

The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member of the Key Management Personnel.

A vote may be cast as proxy by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2

There are no voting exclusion for Resolutions 2A, 2B or 2C.

Resolution 3

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved, or an associate of that person or persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Jason Titman (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates; or
- (b) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: a director of the Company; or
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (f) Mr Nicholas Smedley (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates; or
- (g) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (h) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (i) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- (j) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: a director of the Company; or
- (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
- (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (k) Mr Simon Vertullo (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates; or
- (l) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (m) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (n) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (o) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: a director of the Company; or
 - (v) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (vi) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not required by Listing Rule 7.3A.7.

Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 31 March 2025 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company Secretary by phone at (03) 8360 3321, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: www.findi.co or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

General

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the annual general meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders where, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a Spill Resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolutions 2A, 2B and 2C – Director Appointment Affirmation and Re-election

General

The Directors have determined to have their re-appointments to the Company be inter-connected and conditional upon all of the Directors being re-appointed. Resolution 2A, Resolution 2B and Resolution 2C, being the Resolutions dealing with the re-election of each of the Directors, are collectively referred to as the "**Director Resolutions**". The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company's direction. Therefore, in order to facilitate execution of the Company's strategic objectives as efficiently as possible, the Directors wish to make their elections inter-conditional so as to ensure that they can continue working together and as a team or otherwise not all.

Interdependency

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed. In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company.

In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

- (a) the Directors will call a meeting within 90 days within the end of the Annual General Meeting (**Spill Meeting**);
- (b) the Company will invite Shareholders to nominate persons for election as directors;
- (c) all three existing Directors, Mr, Simon Vertullo, Mr. Jason Titman and Mr. Nicholas Smedley, will be put up for re-election on a conditional basis at the Spill Meeting;
- (d) Mr. Jason Titman's appointment will automatically end with effect from the close of this Meeting. Mr Nicholas Smedley and Mr. Simon Vertullo will resign with effect immediately before end of the Spill Meeting;
- (e) if Mr Nicholas Smedley or Mr. Simon Vertullo have their Director appointment affirmed by Shareholders or Mr Jason Titman is re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time;
- (f) resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution; and
- (g) during the intervening period between the end of the Meeting and any Spill Meeting, pursuant to Article 6.1(d) of the Constitution, the Company's Directors may only act in emergencies, for appointing one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Shareholders.

Resolution 2A: Re-election of Mr Jason Titman as a Director of the Company

Background

The Constitution of the Company requires that at every annual general meeting, at least one Director shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Jason Titman, being eligible, offers himself for re-election.

Mr Jason Titman is a SaaS technology C-Level Executive and Board Advisor, with extensive channel partnership and go to market experience in Australia, South East Asia, Europe, and the US. He is a proven multi-sector entrepreneur, with a track record of achieving significant growth in value and exits for business partners, Shareholders and founders. His key areas of expertise include deep operational experience, transformative leadership, strategy and lateral thinking, B2B channel partnerships, international expansion and corporate governance. Mr Titman is a Chartered Accountant, has a Graduate Diploma from the Australian Institute of Company Directors and holds an MBA from the University of Queensland, where he guest lectures in the MBA Programs on Corporate Governance and is also involved with the UQ Entrepreneurial and Ventures team, which is building an entrepreneurialism program across all faculties within the University.

Mr Titman has not held any other directorships of publicly listed companies in the last three years.

Board Recommendation

The Board (with Mr Titman abstaining) recommends that Shareholders vote in favour of the re-election of Mr Titman. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Titman's re-election.

Resolution 2B – Affirmation of Director Appointment - Nicholas Smedley

Mr Smedley seeks Shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Smedley's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from immediately before the end of the Spill Meeting. Mr Nicholas Smedley was appointed as a Director on 6 March 2020.

Mr Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9 billion defence of WMC Resources through to the investment of \$65 million into Catch.com.au.

Mr Smedley currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, Debt structuring, corporate governance and innovation.

Mr Smedley holds a Bachelor of Commerce degree from Monash University.

Mr Smedley is Chairman of listed entity Vitasora Health Limited (ASX: VHL) appointed 30 October 2019 to present and Non-executive Director of AD1 Holdings Limited (ASX: AD1) appointed 6 March 2020 to present.

Board Recommendation

The Board (with Mr Smedley abstaining) recommends that shareholders vote in favour of the re-election of Mr Smedley. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Smedley's re-election.

Resolution 2C – Affirmation of Director Appointment – Mr Simon Vertullo

Mr Vertullo seeks Shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Vertullo's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from immediately before the end of the Spill Meeting. Mr Simon Vertullo was appointed as a Director on 19 April 2021.

Mr Simon Vertullo is a Chartered Accountant with more than 20 years' experience in Australia, Asia and Europe working in C-Suite, corporate finance and restructuring roles. Simon was previously partner and practice leader in international accounting firms and has extensive commercial and operational experience, having held various CFO, executive leadership and advisory roles with numerous listed and large private companies in Australia, Europe and Asia. Key areas of his expertise include equity and debt transactions, risk management and operational performance improvement.

Mr Vertullo was previously a director of Donaco Ltd (ASX: DNA).

Board Recommendation

The Board (with Mr Vertullo abstaining) recommends that shareholders vote in favour of the re-election of Mr Vertullo. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Vertullo's re-election.

Resolution 3: Ratification and Approval of Prior Issue of Placement Shares

General

On 20 March 2025, the Company announced that it had received commitments from sophisticated investors for a placement of 10,000,000 fully paid ordinary shares (Placement Shares) at an issue price of \$4.00 (4 dollars) per Placement Share to raise \$4,000,000 before costs (Placement). The Placement Shares were issued under Listing Rule 7.1 (4,819,878) and 7.1A (4,930,122). The Directors have subscribed for 250,000 Placement Shares subject to receipt of shareholder approval which is sought under Resolutions 4 to 6 of this Notice. 9,750,000 Placement Shares were issued on 27 March 2025.

Morgans Corporate Limited (Morgans), MST Financial Services Pty Ltd (MST) and Ord Minnett Limited (Ord Minnett) acted as Joint Lead Managers (**Joint Lead Managers**) of the Placement and the Company has agreed to pay the Joint Lead Managers a capital raising fee of 5% of the amount raised under the Placement.

Resolution 3 seeks shareholder approval to ratify the prior issue of 9,750,000 Placement Shares to unrelated sophisticated investors identified by the Joint Lead Managers or the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

At the 2024 AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25% (**Placement Capacity**).

The issue of the Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the Placement Capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rules 7.1 and 7.1A (provided the previous issue did not breach Listing Rules 7.1 and 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rules 7.1 and 7.1A.

If Shareholders approve Resolution 3, the Placement Shares the subject of Resolution 3 will no longer use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A. If Shareholders do not approve Resolution 3, the Placement Shares the subject of Resolution 3 will continue to use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 3 in accordance with ASX Listing Rule 7.5:

- The Company issued the Placement Shares to unrelated sophisticated investors identified by Morgans Corporate Limited, MST Financial Services Pty Ltd or Ord Minnett Limited or the Company.
- There were no related parties, key management personnel, substantial holders, advisor or associates of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 9,750,000 fully paid ordinary shares.
- The Placement Shares were issued prior on 27 March 2025.
- The Placement Shares were issued for \$4.00 per Placement Share.
- Funds raised from the issue of Placement Shares the subject of this Resolution 3 have been and will be used for Capex requirements for deploying the additional 2,293 ATMs under the new State Bank of India agreement (alongside existing cash reserves and debt facilities), acceleration of the White Label ATM rollout post the TCPSL acquisition, facilitating expanded deployment and market growth and costs to restructure the Piramal CCDs.
- A voting exclusion statement as set out in the Notice applies to Resolution 3.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Approval of Issue of Placement Shares to Jason Titman, Director of the Company

General

On 20 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 3 of this Notice.

Resolution 4 seeks the required Shareholder approval for the proposed issue and allotment of 83,333 Placement Shares (**Titman Shares**) to Mr Jason Titman, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising, \$333,333.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Jason Titman is a director of the Company, Mr Jason Titman is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Titman Shares to Mr Jason Titman (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Titman Shares and will raise funds of \$333,333 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Titman Shares and funds of \$333,333 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Titman Shares to Mr Jason Titman is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Company intends to issue the Titman Shares to Mr Jason Titman, a Director of the Company (and/or his nominee(s)).
- (b) Mr Jason Titman is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued is 83,333 Placement Shares, comprising the Titman Shares.
- (d) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Titman Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- (f) The Titman Shares will be issued at \$4.00 per Titman Share.
- (g) Funds raised from the issue of Placement Shares the subject of this Resolution 4 will be utilised for Capex requirements for deploying the additional 2,293 ATMs under the new State Bank of India agreement (alongside existing cash reserves and debt facilities), acceleration of the White Label ATM rollout post the TCPSL acquisition, facilitating expanded deployment and market growth and costs to restructure the Piramal CCDs.
- (h) The Titman Shares are proposed to be issued to Jason Titman, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Titman Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Jason Titman.

- (i) A voting exclusion statement as set out in the Notice applies to Resolution 4.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Titman Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Nicholas Smedley, and Simon Vertullo) carefully considered the issue of the Titman Shares to Mr Jason Titman and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Titman Shares to Mr Jason Titman fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Titman Shares to Mr Jason Titman requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Jason Titman abstaining) recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval of Issue of Placement Shares to Nicholas Smedley, Director of the Company

General

On 20 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 3 of this Notice.

Resolution 5 seeks the required Shareholder approval for the proposed issue and allotment of 83,333 Placement Shares (**Smedley Shares**) to Mr Nicholas Smedley, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising, \$333,333.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and

- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Nicholas Smedley is a director of the Company, Mr Nicholas Smedley is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Smedley Shares to Mr Nicholas Smedley (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Smedley Shares and will raise funds of \$333,333 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Smedley Shares and funds of \$333,333 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Smedley Shares to Mr Nicholas Smedley is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Company intends to issue the Smedley Shares to Nicholas Smedley, a Director of the Company (and/or his nominee(s)).
- (b) Mr Nicholas Smedley is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued is 83,333 Placement Shares, comprising the Smedley Shares.
- (d) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Smedley Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- (f) The Smedley Shares will be issued at \$4.00 per Smedley Share.
- (g) Funds raised from the issue of Placement Shares the subject of this Resolution 5 will be utilised for Capex requirements for deploying the additional 2,293 ATMs under the new State Bank of India agreement (alongside existing cash reserves and debt facilities), acceleration of the White Label ATM rollout post the TCPSL acquisition, facilitating expanded deployment and market growth and costs to restructure the Piramal CCDs.
- (h) The Smedley Shares are proposed to be issued to Nicholas Smedley, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Smedley Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Nicholas.
- (i) A voting exclusion statement as set out in the Notice applies to Resolution 5.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Smedley Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Jason Titman, and Simon Vertullo) carefully considered the issue of the Smedley Shares to Mr Nicholas Smedley and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Smedley Shares to Mr Nicholas Smedley fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Smedley Shares to Mr Nicholas Smedley requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Nicholas Smedley abstaining) recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Approval of Issue of Placement Shares to Simon Vertullo, Director of the Company

General

On 20 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 3 of this Notice.

Resolution 6 seeks the required Shareholder approval for the proposed issue and allotment of 83,333 Placement Shares (**Vertullo Shares**) to Mr Simon Vertullo, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising, \$333,333.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX’s opinion, the issue or agreement should be approved by Shareholders.

As Mr Simon Vertullo is a director of the Company, Mr Simon Vertullo is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Vertullo Shares to Mr Simon Vertullo (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Vertullo Shares and will raise funds of \$333,333 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Vertullo Shares and funds of \$333,333 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Vertullo Shares to Mr Simon Vertullo is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Company intends to issue the Vertullo Shares to Simon Vertullo, a Director of the Company (and/or his nominee(s)).
- (b) Mr Simon Vertullo is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued is 83,333 Placement Shares, comprising the Vertullo Shares.
- (d) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Vertullo Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- (f) The Vertullo Shares will be issued at \$4.00 per Vertullo Share.
- (g) Funds raised from the issue of Placement Shares the subject of this Resolution 6 will be utilised for Capex requirements for deploying the additional 2,293 ATMs under the new State Bank of India agreement (alongside existing cash reserves and debt facilities), acceleration of the White Label ATM rollout post the TCPSL acquisition, facilitating expanded deployment and market growth and costs to restructure the Piramal CCDs.
- (h) The Vertullo Shares are proposed to be issued to Simon Vertullo, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Vertullo Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Simon Vertullo.
- (i) A voting exclusion statement as set out in the Notice applies to Resolution 6.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (e) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (f) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Vertullo Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Jason Titman, and Nicholas Smedley) carefully considered the issue of the Vertullo Shares to Mr Simon Vertullo and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Vertullo Shares to Mr Simon Vertullo fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Vertullo Shares to Mr Simon Vertullo requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Simon Vertullo abstaining) recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Approval of 10% Placement Facility

Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% Placement Facility at its 2024 annual general meeting on 15 August 2024.

If Shareholders approve Resolution 7 then the Company will be able to issue Equity Securities under the 10% Placement Facility for the 10% Placement Period (defined below). If Shareholders do not approve Resolution 5 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it anticipates using the funds to either accelerate the work on its current projects, acquire new assets, or to meet additional working capital requirements.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares (FND).

(c) *Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) **Placement period**

The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained, being 13 August 2025, and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained, being 13 August 2026 if shareholders approve Resolution 7;
- (ii) the time and date of the Company's next annual general meeting after the annual general meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(b) Minimum price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) Purposes for which the new Equity Securities may be issued

The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:

- (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
- (ii) continued expenditure on the Company's current business and/or general working capital.

(d) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the annual general meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at close of trade on 16 July 2025 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$1.96 50% decrease in Current Share Price	\$ 3.92 Current Share Price	\$ 7.84 100% increase in Current Share Price
Current Variable A 61,801,221 Shares	10% Voting Dilution	6,180,122 Shares		
	Funds raised	\$ 12,113,039	\$ 24,226,078	\$ 48,452,156
50% increase in current Variable A 92,701,831 Shares	10% Voting Dilution	9,270,183 Shares		
	Funds raised	\$ 18,169,558	\$ 36,339,117	\$ 72,678,234
100% increase in current Variable A 123,602,442 Shares	10% Voting Dilution	12,360,244 Shares		
	Funds raised	\$ 24,226,078	\$ 48,452,156	\$ 96,904,312

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is \$3.92, being the closing price of the Shares on ASX on 16 July 2025.

(e) **Allocation policy**

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

(f) **Equity Issues over the Last 12 Months**

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2024 annual general meeting.

During the 12-month period preceding the proposed date of the Meeting, being on and from 15 August 2024, the Company issued a total of 4,930,122 Equity Securities (ordinary shares) under the Company's 10% Placement Facility under ASX Listing Rule 7.1A. The 4,930,122 Equity Securities issued under the 10% Placement Facility approved by shareholders at the 2024 Annual General Meeting issued during the 12 month period preceding the Meeting represent 10% of the total number of equity securities on issue in the Company (being 48,801,221 equity securities) at the commencement of the 12 month period preceding the Meeting (being 28 August 2024).

Details as required by ASX Listing Rule 7.3A.6 for the issue are set out below:

1. Date of issue – 27 March 2025

Number of securities issued – 4,930,122 fully paid ordinary shares

Recipients – sophisticated investors

Price – \$4.00

Discount – 4.5%

Total consideration – \$19,720,488 (before costs)

Use of consideration – funds raised from the placement have been and will be applied to capex requirements for deploying the additional 2,293 ATMs under the new State Bank of India agreement (alongside existing cash reserves and debt facilities), acceleration of the White Label ATM rollout post the TCPSL acquisition, facilitating expanded deployment and market growth and costs to restructure the Piramal CCDs.

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of any Equity Securities. Accordingly, no existing shareholder's votes will be excluded and there is no voting exclusion for Resolution 5 in the Notice.

Board Recommendation

The Board believes that Resolution 5 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 31 March 2025;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEST**” means Australian Eastern Standard Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chair** shall have a corresponding meaning;

“**CHES**” has the meaning in section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” of a member of the Key Management Personnel means

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of ‘closely related party’ in the Corporations Act;

“**Company**” means Findi Limited ACN 057 335 672;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Directors’ Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Director Resolutions**” means Resolution 2A, Resolution 2B and Resolution 2C, or any one of them (as the context requires);

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Option**” means an option to acquire a Share;

“**Performance Right**” means a right to acquire one or more Shares;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Findi Limited for the financial year ended 31 March 2025 and which is set out in the Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“Section” means a section of the Explanatory Statement;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means shareholder of the Company;

“Smedley Shares” as defined in Resolution 5;

“Titman Shares” as defined in Resolution 4;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“Vertullo Shares” as defined in Resolution 6; and

“VWAP” means volume weighted average price.

Your proxy voting instruction must be received by **10.00am (AEST) on Tuesday, 26 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

